

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
FANSTEEL INC., *et al.*,¹) 02-10109 (JJF)
Debtors.) (Jointly Administered)

40-7580

**SECOND INTERIM FEE APPLICATION REQUEST
OF FREEBORN & PETERS**

Freeborn & Peters ("Freeborn & Peters"), co-counsel to the Official Committee of Unsecured Creditors (the "Committee"), hereby submits this Second Interim Fee Application Request (the "Application") for compensation and reimbursement of expenses pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members, dated February 20, 2002 [D.Ct.Dkt. 73; Bkr.Ct.Dkt. 14] (the "Administrative Order") for legal services performed and expenses incurred during the periods commencing June 1, 2002 through and including August 31, 2002 (the "Application Period") as counsel to the Committee in this proceeding. In support hereof, Freeborn & Peters respectfully represents as follows:

RELIEF REQUESTED

1. By this Application, Freeborn & Peters seeks interim approval and allowance of its compensation for legal services and reimbursement for expenses incurred during the application Period, including authorization for the Debtors to pay the 20% holdback of fees as provided under the Administrative Order.

¹ The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies,

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2. Freeborn & Peters has filed and served monthly fee applications and accompanying Certifications of Frances Gecker, Esquire for the periods covering June 1, 2002 up to and including August 31, 2002 (collectively, the "Fee Applications"). Each of the Fee Applications is incorporated by reference as if fully set forth herein.² None of the Fee Applications filed were objected to and Certificates of No Objection were filed for each such application with the Court.

3. A summary of the Fee Applications is set forth below:

Applicant	Fee Period Docket #	Total Amt. Fees at 100%	Total Amt. of Expenses at 100%	Amount Paid to Date (80%)*	Amount Outstanding (20%)	Certificate of No Objection Date/Docket #
Freeborn & Peters 1 st Interim Application	1/28/02 – 5/31/02 [308]	\$111,889.50	\$12,855.08	\$124,744.58 (in full)	-0-	8/12/02 [385]
Freeborn & Peters	6/1/02 – 6/30/02 [365]	\$16,813.50	\$1,947.38	\$13,450.80	\$3,362.70	408
Freeborn & Peters	7/1/02 – 7/31/02 [429]	\$18,308.50	\$999.96	\$14,646.80	\$3,661.70	464
Freeborn & Peters	8/1/02 – 8/31/02 [483]	\$32,467.00	\$788.02	-0-	\$33,255.02	Obj. Deadline 10-17-02
TOTALS:	N/A	\$67,589.00	\$3,735.36	\$28,097.60	\$40,279.42	N/A

* Authorized per Administrative Order.

4. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the customary billing rates and the total value of time incurred by each of the Freeborn & Peters attorneys rendering services to the Committee are attached to each of the Fee Applications as Exhibit "A." Likewise a copy of the computer generated time entries reflecting the time

² Copies of the Fee Applications may be obtained by request to the undersigned.

recorded for these services, organized in project billing categories in accordance with the United States Trustee's Guidelines For Reviewing Applications For Compensation And Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "Guidelines"), are attached to each of the Fee Applications as Exhibit "B." In addition, a statement of expenses incurred by Freeborn & Peters during the application Period are attached to each of the Fee Applications as Exhibit "C." All time entries and requested expenses were in compliance with Local Rule 2016-2.³

COMPENSATION REQUESTED

5. Freeborn & Peters seeks interim allowance of the fees in the amount of \$67,589.00 for legal services rendered and of expenses in the amount of \$3,735.36 which were incurred during the Application Period (the "Requested Amount"). In addition, Freeborn & Peters requests that the Debtors be authorized to pay the \$13,517.80 in legal fees representing the twenty percent (20%) "holdback" of fees as required by paragraph 2(d) of the Administrative Order (the "Hold Back").

BASIS FOR RELIEF

6. Section 330(a)(1) of the Bankruptcy Code allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is determined by the "market-driven" approach" which considers the nature, extent and value of the services provided by the professional and the cost of comparable services in nonbankruptcy contexts. See Zolfo Cooper

³ Freeborn & Peters attempted to ensure that the Fee Applications complied with the Guidelines. To the extent the Guidelines conflicted with local rules, in particular, Local Rule 2016-2, Freeborn & Peters complied with such local

& Co., v. Sunbeam-Oster Co., 50 F.3d 253, 258 (3d Cir. 1995); In re Busy Beaver Building Ctr., Inc., 19 F.3d 833, 849 (3d Cir. 1994). Thus, "the baseline rule is for firms to receive their customary rates." Zolfo Cooper, 50 F.3d at 259.

7. In accordance with its practice in nonbankruptcy matters, Freeborn & Peters has calculated its compensation requested in this Application by applying its customary hourly rates. Freeborn & Peters' calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in other large bankruptcy cases. Accordingly, Freeborn & Peters' rates should be determined to be reasonable under Section 330 of the Bankruptcy Code.

8. Freeborn & Peters' fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity and size of the Debtors' Chapter 11 cases and Freeborn & Peters' fees are commensurate with fees that other professionals of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. Accordingly, Freeborn and Peters' fees are reasonable pursuant to Section 330 of the Bankruptcy Code.

9. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. Freeborn & Peters' services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Debtors' estates. Freeborn & Peters has properly requested reimbursement only of actual, necessary and appropriate expenses.

10. No agreement or understanding exists between Freeborn & Peters and/or any third person for the sharing or division of compensation. All of the services for which

rule. Freeborn & Peters will supplement this Application with additional detail or information upon request.

compensation is requested in this Application were rendered at the request of and solely on behalf of the Committee.

11. Pursuant to the standards set forth in Sections 330 and 331 of the Bankruptcy Code, Freeborn & Peters submits that the Requested Amount is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 cases. Notice of this Application has been given to: (a) the United States Trustee; (b) counsel to the Debtors; (c) counsel to the Debtors' postpetition and prepetition lenders and (d) those entities having filed and served requests for notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, Freeborn & Peters submits that no other or further notice is required.

WHEREFORE, Freeborn & Peters respectfully requests that the Court enter an order, substantially in the form attached hereto: (i) granting the Application; (ii) allowing the fees and expenses in the Requested Amount; (iii) authorizing the payment of the Hold Back; and (iv) granting such further relief as may be appropriate.

FREEBORN & PETERS

By: 

Frances Gecker (ARDC #6198450)
Joseph D. Frank (ARDC #6216085)
311 South Wacker Drive
Suite 3000
Chicago, IL 60606
(312) 360-6000

Co-Counsel to the Official Committee of
Unsecured Creditors

Dated: October 7, 2002

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
FANSTEEL INC., <i>et al.</i> , ¹)	02-10109 (JJF)
)	
<u>Debtors.</u>)	(Jointly Administered)

ORDER

Upon consideration of the Second Interim Fee Application Request of Freeborn & Peters (the "Application");² and the Court having jurisdiction to hear the Application; and it appearing that sufficient notice of the Application has been given; and it appearing that the relief requested by the Application is appropriate; and good cause having been shown, it is hereby so

ORDERED that the Application is granted; and it is further

ORDERED that the Debtors are authorized to pay in full Freeborn & Peters' Requested Amount of \$67,589.00 (including the Hold Back amount of \$13,517.80) and \$3,735.36 in expenses; and it is further

ORDERED that the Requested Amount of fees and expenses is hereby allowed as an administrative claim pursuant to Section 503(b) and 507(a)(1) of the Bankruptcy Code.

SO ORDERED this ____ day of _____, 2002.

HONORABLE JOSEPH J. FARNAN, JR., U.S.D.J.

¹ The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.

² Capitalized Terms not otherwise defined herein have the same meanings as given to them in the Application.

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Debtors.)	(Jointly Administered)

CERTIFICATION

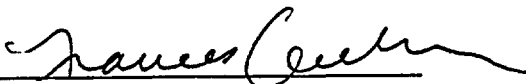
Frances Gecker, an attorney-at-law, duly admitted and in good standing to practice before the courts of the State of Illinois, hereby certifies that:

1. I am a partner of Freeborn & Peters, ("Freeborn & Peters"). Freeborn & Peters was retained by the Official Committee of Unsecured Creditors as co-counsel pursuant to an order of this Court. This certification is made in support of the Second Interim Fee Application Request of Freeborn & Peters, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331, dated October 7, 2002 (the "Application") and in compliance with Local Rule 2016-2 of this Court, setting forth the Contents of Application for Compensation and Expenses (the "Guidelines").

2. I have read the Application and I certify that the Application complies with the Guidelines.

¹ The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.

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